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Counsel for Reorganized Debtors

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:	)	
	)	Chapter 11
	)	
BALLY TOTAL FITNESS OF	)	Case No. 08-14818 (BRL)
GREATER NEW YORK, INC., <i>et al.</i> ,	)	
	)	
Reorganized Debtors	)	
	)	

**NOTICE OF NINTH OMNIBUS OBJECTION OF REORGANIZED DEBTORS  
SEEKING TO DISALLOW CERTAIN DUPLICATE CLAIMS**

**TO THE CLAIMANTS IDENTIFIED IN EXHIBIT 1 TO THE  
PROPOSED ORDER ANNEXED HERETO PLEASE TAKE  
NOTICE OF THE FOLLOWING:**

1. Bally Total Fitness Holding Corporation (“Bally”) and its direct and indirect subsidiaries in the above-captioned chapter 11 cases (collectively, the “Reorganized Debtors”), filed an objection to one or more proof(s) of claim you filed against one or more of the Reorganized Debtors (the “Objection”). The Objection is attached to this Notice and is entitled “Ninth Omnibus Objection of Reorganized Debtors Seeking to Disallow Certain Duplicate Claims (Tier 1 – Duplicate Claims).”
2. **Your proof(s) of claim may be disallowed and/or otherwise affected as a result of the Objection. Therefore, you should read this Notice and the attached Objection carefully.**
3. As described in the Objection, the Reorganized Debtors have determined that one or more of the proofs of claim you filed against one or more of the Reorganized Debtors is a duplicate of at least one other claim you filed. As a result, it is the Reorganized Debtors’ position that you currently assert multiple claims for the same alleged liabilities.

4. The Bankruptcy Court established procedures for the Reorganized Debtors to contest and settle proofs of claims (the “Claims Objection and Settlement Procedures”) [Docket No. 918]. The attached Objection has been designated a “Tier I Objection” under the Claims Objection and Settlement Procedures. As a result, the procedures for Tier I Objections set forth in the Claims Objection and Settlement Procedures govern this Objection. A copy of the Claims Objection and Settlement Procedures can be obtained at Bally’s website at <http://www.kccllc.net/bally>.
5. A hearing (the “Hearing”) on the Objection will be held on October 1, 2009 at 10:00 AM, prevailing Eastern Time, before the Honorable Burton R. Lifland, United States Bankruptcy Judge, in Courtroom 623 at the United States Bankruptcy Court for the Southern District of New York, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004-1408.
6. If you disagree with the Objection’s treatment of your proof of claim, a representative of the Reorganized Debtors will be available to discuss a resolution of the Objection. To facilitate such a discussion, you may contact one of the following attorneys for the Reorganized Debtors:
  - ◆ Jordan Kaye at (212) 715-9489; or
  - ◆ Stephen Zide at (212) 715-9492.

The Reorganized Debtors’ attorneys may refer you to another representative of the Reorganized Debtors to resolve certain factual matters.

7. Your discussions with the Reorganized Debtors’ representatives may result in an agreement to settle the Objection to your proof of claim. If you reach an agreement to resolve the Reorganized Debtors’ Objection to your claim you will not need to file a response to the Objection or attend the Hearing. Speaking with Reorganized Debtors’ attorneys or other representatives does NOT mean that you have reached an agreement to resolve the Objection to your proof of claim.
8. If you disagree with the Objection’s treatment of your proof of claim and you are unable to resolve your disagreement with the Reorganized Debtors, you or your attorney **must** file a written response (a “Response”) to the Objection **no later September 21, 2009 at 4:00 PM prevailing Eastern Time** with the Clerk of the United States Bankruptcy Court for the Southern District of New York, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004-1408.

**\*\*\* Your failure to file a timely Response may result in the waiver of your rights to contest the relief sought in the Objection. \*\*\***

9. You must serve copies of any Response you file so they will be **actually received** no later than **September 21, 2009 at 4:00 PM, 20 days after you receive service of the Objection, prevailing Eastern Time**, by the following parties: (i) the

Reorganized Debtors' attorneys at Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, New York 10036, Attn: Jordan Kaye; and (ii) the parties on the Special Service List in these cases, established under the Administrative Order Establishing Case Management and Scheduling Procedures (as it may be further amended, the "Case Management Order") [Docket No. 173]. A copy of the Case Management Order and the addresses for the parties on the Special Service List can be obtained at Bally's website at <http://www.kccllc.net/bally>.

10. Any Response must contain, at a minimum, the following:

- ◆ The approved case caption (including the date of the Hearing or Initial Status Conference in the upper right-hand corner) and the title of the Objection to which the Response is directed (e.g., "Response to Ninth Omnibus Objection of Reorganized Debtors Seeking to Disallow Certain Duplicate Claims");
- ◆ The name of the Claimant and a statement of the basis for the amount of its underlying proof of claim;
- ◆ A concise statement setting forth the reasons why the Court should not sustain the Objection, including, but not limited to, the factual and legal bases for your opposition to the Objection;
- ◆ A copy of any documentation or other evidence in support of the Claim that you are aware you will rely upon in opposing the Objection at the Hearing, to the extent that such documentation or evidence was not included with your proof of claim;
- ◆ A declaration of a person with personal knowledge of the relevant facts that support the Response unless you intend to rely solely on the documents submitted with the proof of claim and Response;
- ◆ The name(s), address(es), telephone number(s), facsimile number(s) and e-mail address(es) of the person(s) to whom the Reorganized Debtors should serve a reply to the Response (i.e., you and/or your legal representative); and
- ◆ To facilitate a resolution of Objections, you are encouraged to furnish the Reorganized Debtors with the name(s), address(es), telephone number(s), facsimile number(s) and e-mail addresses of the person(s) who possess the authority to reconcile, settle or otherwise resolve the Objection on your behalf.

11. Only those Responses made in accordance with the above-referenced requirements and timely filed and received by the Court and the Reorganized Debtors' attorneys will be considered by the Court at the Hearing. **If you do not timely file and serve the Response in accordance with the above-referenced procedures, the Court may enter an order granting the relief requested in the**

**Objection without further notice or hearing.** If you file a Response and the Objection is not otherwise resolved, the Objection will be presented to the Court at the Hearing.

12. The Reorganized Debtors and the Official Committee of Unsecured Creditors (the “Creditors’ Committee”) may file a reply to any Response no later than two business days before the Hearing. At the discretion of the Reorganized Debtors and after notice to you, the Hearing may be adjourned to any subsequent omnibus hearing date in these cases.
13. Upon the receipt of a timely Response, the Reorganized Debtors may designate the Objection to be a Tier II Objection, subject to the procedures for Tier II Objections described in the Claims Objection and Settlement Procedures. If the Reorganized Debtors make such a designation, they will serve on you, your counsel (if applicable), and the parties on the Special Service List, a separate written notice of such designation (a “Tier II Designation”), and a modified Objection Notice which will summarize the Tier II Objection procedures (a “Specialized Notice”).
14. If the Reorganized Debtors determine that discovery is necessary in advance of the Hearing or if Reorganized Debtors are unable to resolve their differences with you through negotiations, the Reorganized Debtors may serve on you, your counsel (if applicable), and the parties on the Special Service List, a notice that the scheduled Hearing will be treated as a status conference during which the Reorganized Debtors will request that the Court issue a scheduling order to facilitate resolution of the litigation.
15. You may obtain copies of any proof of claim filed against the Reorganized Debtors from the website maintained by the Reorganized Debtors’ noticing and claims agent, Kurtzman Carson Consultants (“KCC”), on the Internet at <http://www.kccllc.net/bally>. You can perform a “Claim / Creditor Search” using the Claimant’s name or the claim number. If you do not have access to the Internet, you can request a copy of any proof of claim, pleading or service list from KCC by calling the Bally Information Line at 888-830-4664.

16. Nothing in this Notice or the Objection constitutes a waiver of the Reorganized Debtors' right to assert any claims, counterclaims, rights of offset or recoupment, preference actions, fraudulent transfer actions or any other bankruptcy claims against you. The Reorganized Debtors reserve the right to assert additional objections to your proof(s) of claim.

Dated: September 1, 2009  
New York, New York

KRAMER LEVIN NAFTALIS &  
FRANKEL LLP

/s/ Jordan Kaye  
Kenneth H. Eckstein  
P. Bradley O'Neill  
Jordan D. Kaye  
1177 Avenue of the Americas  
New York, New York 10036  
Telephone: (212) 715-9100

Counsel for Reorganized Debtors

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Kenneth H. Eckstein  
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Jordan D. Kaye

Counsel for Reorganized Debtors

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:	)	
	)	Chapter 11
	)	
BALLY TOTAL FITNESS OF	)	Case No. 08-14818 (BRL)
GREATER NEW YORK, INC., <i>et al.</i> ,	)	
	)	
Reorganized Debtors.	)	
	)	

**NINTH OMNIBUS OBJECTION OF REORGANIZED DEBTORS SEEKING TO  
DISALLOW CERTAIN DUPLICATE CLAIMS**

**(TIER I – DUPLICATE CLAIMS)**

TO THE HONORABLE BURTON R. LIFLAND,  
UNITED STATES BANKRUPTCY JUDGE:

Bally Total Fitness Holding Corporation (“Bally”) and its direct and indirect subsidiaries in the above-captioned chapter 11 cases, as Reorganized Debtors (collectively, the “Reorganized Debtors”, and together with Bally’s non-debtor subsidiaries, the “Company”), respectfully represent as follows:

**General Background**

1. On December 3, 2008 (the “Petition Date”), each of the Reorganized Debtors commenced cases (the “Chapter 11 Cases”) under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”).

2. On August 19, 2009, this Court entered an order (the “Confirmation Order”) [Docket No. 1408] confirming the Second Amended Joint Plan of Reorganization of the Debtors Under Chapter 11 of the Bankruptcy Code, dated August 14, 2009 (the “Plan”) [Docket No. 1376]. The Effective Date of the Plan occurred on September 1, 2009 (the “Effective Date”).

3. Pursuant to Article IV of the Plan, the Reorganized Debtors’ estates have been substantively consolidated for, among other things, the purpose of distributions to creditors.

### **Background Regarding the Claims Process**

4. On January 20, 2009, the Reorganized Debtors filed their respective schedules of assets and liabilities (collectively and as amended, the “Schedules”), which identified approximately 4,000 potential creditors of their estate. In addition, on March 4, 2009 the Reorganized Debtors amended their Schedules and identified approximately 35,000 additional potential creditors of their estate.

5. By an order entered on January 23, 2009 (the “Bar Date Order”) [Docket No. 514], the Court established March 9, 2009, as the general bar date for creditors to file proofs of claim asserting prepetition liabilities against the Reorganized Debtors (the “General Bar Date”). The Bar Date Order, among other things, also established bar dates for the filing of proofs of claim in response to any amendments to the Schedules and claims for damages arising from the rejection of executory contracts and unexpired leases (collectively with the General Bar Date, the “Bar Dates”).<sup>1</sup> A notice of the Bar Dates (the “Bar Date Notice”) was served on all known creditors and potential

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<sup>1</sup> Under the Bar Date Order, certain types of claims, including claims afforded administrative expense status, are not subject to the Bar Dates.

creditors in accordance with the requirements of the Bar Date Order. The Bar Date Notice was published on February 2, 2009 in *USA Today* (national edition) and the *Chicago Tribune* (classifieds).

6. In response to the Bar Date Notice, approximately 3,550 unsecured, secured, priority and administrative claims (collectively, the “Claims”) have been asserted in approximately 3,250 proofs of claim filed in these cases to date. Taking into account Claims have been expunged, an aggregate of 3,374 Claims and 1,411 Scheduled Claims are currently pending against the Reorganized Debtors, identifying asserted liabilities in excess of \$20.7 billion, plus unliquidated amounts.

7. On April 15, 2009, the Reorganized Debtors filed the Motion for an Order Establishing Claims Objection and Settlement Procedures (“Claims Objection and Settlement Procedures Motion”) [Docket No. 892]. On April 29, 2009, the Court granted the Claims Objection and Settlement Procedures Motion and entered an order establishing claims objection and settlement procedures (the “Claims Objection and Settlement Procedures”) [Docket No. 918].

### **Jurisdiction**

8. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

### **Requested Relief**

9. Pursuant to sections 105 and 502 of the Bankruptcy Code, Rule 3007 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and the Claims Objection and Settlement Procedures, the Reorganized Debtors hereby seek entry of the proposed order attached hereto as Exhibit A (the “Proposed Order”) disallowing



and expunging the duplicate proofs of claim (the “Disputed Claims”) marked as “Expunged” on the chart attached to the Proposed Order as Exhibit 1 (the “Duplicate Claims List”).

10. By this Objection, the Reorganized Debtors seek to expunge a total of \$13,322.58 in priority claims, \$10,478,836,400.51 in secured claims and \$2,426,350.74 in general unsecured claims.

**Request to Disallow the Disputed Claims**

11. This Objection is designated as a “Tier I” Objection. Pursuant to the Claims Objection and Settlement Procedures, Tier I Objections include objections to, among other things, (a) two or more proofs of claim asserting the same liability against the same Debtor or bankruptcy estate; (b) a proof of claim that was amended or superseded by a later filed proof of claim or (c) any other similar situation where two claims duplicatively assert the same liability in whole or in part. See Claims Objection and Settlement Procedures at § I.A.1.

12. Pursuant to the Plan, the Reorganized Debtors are consolidated for the purpose of making distributions hereunder. Because holders of allowed claims “shall be entitled to their share of assets available for distribution . . . without regard to which Debtor was originally liable for such Claim,” otherwise identical claims that have been asserted against two or more Reorganized Debtors are effectively duplicate claims for distribution purposes. See Plan Art. IV.

13. Certain of the claimants identified on the Duplicate Claims List (collectively, the “Claimants”) filed identical claims against two or more of the Reorganized Debtors. Because of the Reorganized Debtors’ consolidation under the Plan

for distribution purposes, such Claimants will be entitled to receive only a single distribution on account of their duplicate claims (assuming such claims are valid).

14. Other Claimants filed duplicate claims against a single debtor; these Claimants will also be entitled to only a single distribution from the Reorganized Debtors provided their claims are valid.

15. All Claimants who filed Disputed Claims – both those who filed against two or more Debtors and those who filed against a single Debtor – currently assert multiple claims for the same liabilities. Accordingly, by this Objection, the Reorganized Debtors seek to disallow and expunge the Disputed Claims and thereby limit each Claimant to a single remaining claim against, and a single potential recovery from, the Reorganized Debtors’ estate (as consolidated under the Plan) arising from a single alleged obligation.

16. For each of the Disputed Claims, the Reorganized Debtors have identified a surviving claim asserting the same liability (a “Surviving Claim”), which will be unaffected by the relief requested in this Objection. The Surviving Claims are identified as “Surviving” on the Duplicate Claims List. The Claimants’ rights to assert the liabilities alleged in the Surviving Claims against the Reorganized Debtors’ estate will be preserved, subject to the Reorganized Debtors’ ongoing rights to object to the Surviving Claims on any grounds.

17. For all of the foregoing reasons, the Disputed Claims should be disallowed and expunged.

#### **Reservation of Rights**

18. The Reorganized Debtors reserve the right to object further to each of the Surviving Claims and, to the extent not disallowed and expunged, the Disputed

Claims on any and all additional factual or legal grounds. Without limiting the generality of the foregoing, the Reorganized Debtors specifically reserve the right to amend this Objection, file additional papers in support of this Objection or take other appropriate actions, including to: (a) respond to any allegation or defense that may be raised in a Response filed in accordance with the Claims Objection and Settlement Procedures by or on behalf of any of the Claimants or other interested parties; (b) object further to any Disputed Claim for which a Claimant provides (or attempts to provide) additional documentation or substantiation; (c) object further to any Disputed Claim based on additional information that may be discovered upon further review by the Reorganized Debtors or through discovery pursuant to the applicable provisions of Part VII of the Bankruptcy Rules and Section I.B.9 of the Claims Objection and Settlement Procedures; and (d) in the event the Reorganized Debtors deem it necessary, redesignate this Objection as a Tier II Objection (as such term is defined in the Claims Objection and Settlement Procedures) as to any particular claim. In addition, as described above and as contemplated and permitted under the Claims Objection and Settlement Procedures, the Reorganized Debtors reserve and retain their rights to object to the Surviving Claims on any and all available grounds.

### **Notice**

19. Pursuant to the Claims Objection and Settlement Procedures, notice of this Objection has been given to (a) the party whose name appears in the address and notice block for each Claim subject to the Tier 1 Objection; (b) the parties identified on the Special Service List in these cases, established under the Administrative Order Establishing Case Management and Scheduling Procedures (as it may be further amended, the “Case Management Order”) [Docket No. 173]; and (c) the parties on the

General Service List in these cases, established under the Case Management Order. The method of service for all parties served with a Tier 1 Objection shall be as set forth in the Case Management Order. The Reorganized Debtors submit that no other or further notice need be provided.

WHEREFORE, the Reorganized Debtors respectfully request that the Court (i) enter an order, substantially in the form attached hereto as Exhibit A disallowing and expunging the Disputed Claims and (ii) grant such other and further relief to the Reorganized Debtors as the Court may deem proper.

Dated: September 1, 2009  
New York, New York

KRAMER LEVIN NAFTALIS &  
FRANKEL LLP

/s/ Jordan Kaye  
Kenneth H. Eckstein  
P. Bradley O'Neill  
Jordan D. Kaye  
1177 Avenue of the Americas  
New York, New York 10036  
Telephone: (212) 715-9100

Counsel for Reorganized Debtors

**EXHIBIT A**  
**PROPOSED ORDER**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

----- X  
In re )  
 ) Chapter 11  
BALLY TOTAL FITNESS OF )  
GREATER NEW YORK, INC., et al., ) Case No. 08-14818 (BRL)  
 )  
 )  
Reorganized Debtors. )  
 )  
----- X

**NINTH ORDER DISALLOWING DUPLICATE CLAIMS**

**(TIER I – DUPLICATE CLAIMS)**

This matter coming before the Court on the Ninth Omnibus Objection of Reorganized Debtors Seeking to Disallow Certain Duplicate Claims (the “Objection”),<sup>2</sup> filed by the Reorganized Debtors in the above-captioned cases (collectively, the “Reorganized Debtors”); the Court having reviewed the Objection and having heard the statements of counsel regarding the relief requested in the Objection at a hearing before the Court (the “Hearing”); the Court finding that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and (c) notice of the Objection and the Hearing was sufficient under the circumstances and in full compliance with the requirements of the Bankruptcy Code, the Bankruptcy Rules and the Claims Procedures Order; and the Court having determined that the legal and factual bases set forth in the Objection and at the Hearing establish just cause for the relief granted herein;

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<sup>2</sup> Capitalized terms not otherwise defined herein have the meanings given to them in the Objection.

IT IS HEREBY ORDERED THAT:

1. The Objection is SUSTAINED.
2. Each of the claims identified as “Expunged” on the chart annexed as Exhibit 1 hereto is expunged, pursuant to section 502 of the Bankruptcy Code.
3. Each of the claims identified as a “Surviving Claim” on the chart annexed as Exhibit 1 hereto is unaffected by the relief granted herein. The Reorganized Debtors retain their rights to object to the Surviving Claims on any and all available grounds.
4. The Reorganized Debtors; the Reorganized Debtors’ claims and noticing agent, Kurtzman Carson Consultants; and the Clerk of this Court are authorized to take any and all actions that are necessary or appropriate to give effect to this Order.

Dated: \_\_\_\_\_, 2009  
New York, New York

\_\_\_\_\_  
UNITED STATES BANKRUPTCY JUDGE

**EXHIBIT 1**



## Exhibit 1 - Duplicate Claims List

Claimant Name	Claim No.	Date Filed	Disposition	Mailing Address	Admin Priority	Priority	Secured	General Unsecured	Debtor Name
Morgan Stanley Capital Services Inc	3332	7/13/09	SURVIVING	Morgan Stanley Capital Services Inc J Gregory St Clair & Elise O Connell Skadden Arps Slate Meagher & Flom LLP 4 Times Sq New York, NY 10036	UNLIQUIDATED		\$7,606,872.75	UNLIQUIDATED	Bally Total Fitness Corporation
Morgan Stanley Capital Services Inc	3346	7/13/09	EXPUNGED	Morgan Stanley Capital Services Inc J Gregory St Clair & Elise O Connell Skadden Arps Slate Meagher & Flom LLP 4 Times Sq New York, NY 10036	UNLIQUIDATED		\$7,606,872.75	UNLIQUIDATED	U.S. Health, Inc.
Morgan Stanley Capital Services Inc	3307	7/13/09	EXPUNGED	Morgan Stanley Capital Services Inc J Gregory St Clair & Elise O Connell Skadden Arps Slate Meagher & Flom LLP 4 Times Sq New York, NY 10036	UNLIQUIDATED		\$7,606,872.75	UNLIQUIDATED	Bally Total Fitness of Missouri, Inc.
Morgan Stanley Capital Services Inc	3336	7/13/09	EXPUNGED	Morgan Stanley Capital Services Inc J Gregory St Clair & Elise O Connell Skadden Arps Slate Meagher & Flom LLP 4 Times Sq New York, NY 10036	UNLIQUIDATED		\$7,606,872.75	UNLIQUIDATED	Jack LaLanne Holding Corp.
Morgan Stanley Capital Services Inc	3335	7/13/09	EXPUNGED	Morgan Stanley Capital Services Inc J Gregory St Clair & Elise O Connell Skadden Arps Slate Meagher & Flom LLP 4 Times Sq New York, NY 10036	UNLIQUIDATED		\$7,606,872.75	UNLIQUIDATED	Health & Tennis Corporation of New York
Morgan Stanley Capital Services Inc	3334	7/13/09	EXPUNGED	Morgan Stanley Capital Services Inc J Gregory St Clair & Elise O Connell Skadden Arps Slate Meagher & Flom LLP 4 Times Sq New York, NY 10036	UNLIQUIDATED		\$7,606,872.75	UNLIQUIDATED	New Fitness Holding Co., Inc.
Morgan Stanley Capital Services Inc	3333	7/13/09	EXPUNGED	Morgan Stanley Capital Services Inc J Gregory St Clair & Elise O Connell Skadden Arps Slate Meagher & Flom LLP 4 Times Sq New York, NY 10036	UNLIQUIDATED		\$7,606,872.75	UNLIQUIDATED	BTF/CFI, Inc.
Morgan Stanley Capital Services Inc	3345	7/13/09	EXPUNGED	Morgan Stanley Capital Services Inc J Gregory St Clair & Elise O Connell Skadden Arps Slate Meagher & Flom LLP 4 Times Sq New York, NY 10036	UNLIQUIDATED		\$7,606,872.75	UNLIQUIDATED	Bally Total Fitness of California, Inc.
Morgan Stanley Capital Services Inc	3344	7/13/09	EXPUNGED	Morgan Stanley Capital Services Inc J Gregory St Clair & Elise O Connell Skadden Arps Slate Meagher & Flom LLP 4 Times Sq New York, NY 10036	UNLIQUIDATED		\$7,606,872.75	UNLIQUIDATED	Bally Total Fitness Franchising, Inc.
Morgan Stanley Capital Services Inc	3343	7/13/09	EXPUNGED	Morgan Stanley Capital Services Inc J Gregory St Clair & Elise O Connell Skadden Arps Slate Meagher & Flom LLP 4 Times Sq New York, NY 10036	UNLIQUIDATED		\$7,606,872.75	UNLIQUIDATED	Greater Philly No. 1 Holding Company
Morgan Stanley Capital Services Inc	3342	7/13/09	EXPUNGED	Morgan Stanley Capital Services Inc J Gregory St Clair & Elise O Connell Skadden Arps Slate Meagher & Flom LLP 4 Times Sq New York, NY 10036	UNLIQUIDATED		\$7,606,872.75	UNLIQUIDATED	Bally Fitness Franchising, Inc.
Morgan Stanley Capital Services Inc	3341	7/13/09	EXPUNGED	Morgan Stanley Capital Services Inc J Gregory St Clair & Elise O Connell Skadden Arps Slate Meagher & Flom LLP 4 Times Sq New York, NY 10036	UNLIQUIDATED		\$7,606,872.75	UNLIQUIDATED	Greater Philly No. 2 Holding Company
Morgan Stanley Capital Services Inc	3340	7/13/09	EXPUNGED	Morgan Stanley Capital Services Inc J Gregory St Clair & Elise O Connell Skadden Arps Slate Meagher & Flom LLP 4 Times Sq New York, NY 10036	UNLIQUIDATED		\$7,606,872.75	UNLIQUIDATED	Bally Total Fitness of the Mid-Atlantic, Inc.

Exhibit 1 - Duplicate Claims List

Claimant Name	Claim No.	Date Filed	Disposition	Mailing Address	Admin Priority	Priority	Secured	General Unsecured	Debtor Name
Morgan Stanley Capital Services Inc	3339	7/13/09	EXPUNGED	Morgan Stanley Capital Services Inc J Gregory St Clair & Elise O Connell Skadden Arps Slate Meagher & Flom LLP 4 Times Sq New York, NY 10036	UNLIQUIDATED		\$7,606,872.75	UNLIQUIDATED	Bally Franchising Holdings, Inc.
Morgan Stanley Capital Services Inc	3338	7/13/09	EXPUNGED	Morgan Stanley Capital Services Inc J Gregory St Clair & Elise O Connell Skadden Arps Slate Meagher & Flom LLP 4 Times Sq New York, NY 10036	UNLIQUIDATED		\$7,606,872.75	UNLIQUIDATED	Tidelands Holiday Health Clubs, Inc.
Morgan Stanley Capital Services Inc	3337	7/13/09	EXPUNGED	Morgan Stanley Capital Services Inc J Gregory St Clair & Elise O Connell Skadden Arps Slate Meagher & Flom LLP 4 Times Sq New York, NY 10036	UNLIQUIDATED		\$7,606,872.75	UNLIQUIDATED	Nycon Holding Co., Inc.
Morgan Stanley Capital Services Inc	3336	7/13/09	EXPUNGED	Morgan Stanley Capital Services Inc J Gregory St Clair & Elise O Connell Skadden Arps Slate Meagher & Flom LLP 4 Times Sq New York, NY 10036	UNLIQUIDATED		\$7,606,872.75	UNLIQUIDATED	Jack LaLanne Holding Corp.
Morgan Stanley Capital Services Inc	3325	7/13/09	EXPUNGED	Morgan Stanley Capital Services Inc J Gregory St Clair & Elise O Connell Skadden Arps Slate Meagher & Flom LLP 4 Times Sq New York, NY 10036	UNLIQUIDATED		\$7,606,872.75	UNLIQUIDATED	Bally Total Fitness Holding Corporation
Morgan Stanley Capital Services Inc	3324	7/13/09	EXPUNGED	Morgan Stanley Capital Services Inc J Gregory St Clair & Elise O Connell Skadden Arps Slate Meagher & Flom LLP 4 Times Sq New York, NY 10036	UNLIQUIDATED		\$7,606,872.75	UNLIQUIDATED	Bally Franchise RSC, Inc.
Morgan Stanley Capital Services Inc	3323	7/13/09	EXPUNGED	Morgan Stanley Capital Services Inc J Gregory St Clair & Elise O Connell Skadden Arps Slate Meagher & Flom LLP 4 Times Sq New York, NY 10036	UNLIQUIDATED		\$7,606,872.75	UNLIQUIDATED	Bally Total Fitness of Connecticut Valley, Inc.
Morgan Stanley Capital Services Inc	3322	7/13/09	EXPUNGED	Morgan Stanley Capital Services Inc J Gregory St Clair & Elise O Connell Skadden Arps Slate Meagher & Flom LLP 4 Times Sq New York, NY 10036	UNLIQUIDATED		\$7,606,872.75	UNLIQUIDATED	Holiday/Southeast Holding Corporation
Morgan Stanley Capital Services Inc	3321	7/13/09	EXPUNGED	Morgan Stanley Capital Services Inc J Gregory St Clair & Elise O Connell Skadden Arps Slate Meagher & Flom LLP 4 Times Sq New York, NY 10036	UNLIQUIDATED		\$7,606,872.75	UNLIQUIDATED	Bally Total Fitness of Minnesota, Inc.
Morgan Stanley Capital Services Inc	3320	7/13/09	EXPUNGED	Morgan Stanley Capital Services Inc J Gregory St Clair & Elise O Connell Skadden Arps Slate Meagher & Flom LLP 4 Times Sq New York, NY 10036	UNLIQUIDATED		\$7,606,872.75	UNLIQUIDATED	Bally Total Fitness of Upstate New York, Inc.
Morgan Stanley Capital Services Inc	3319	7/13/09	EXPUNGED	Morgan Stanley Capital Services Inc J Gregory St Clair & Elise O Connell Skadden Arps Slate Meagher & Flom LLP 4 Times Sq New York, NY 10036	UNLIQUIDATED		\$7,606,872.75	UNLIQUIDATED	Bally Total Fitness of the Southeast, Inc.
Morgan Stanley Capital Services Inc	3318	7/13/09	EXPUNGED	Morgan Stanley Capital Services Inc J Gregory St Clair & Elise O Connell Skadden Arps Slate Meagher & Flom LLP 4 Times Sq New York, NY 10036	UNLIQUIDATED		\$7,606,872.75	UNLIQUIDATED	Bally Total Fitness of Toledo, Inc.
Morgan Stanley Capital Services Inc	3317	7/13/09	EXPUNGED	Morgan Stanley Capital Services Inc J Gregory St Clair & Elise O Connell Skadden Arps Slate Meagher & Flom LLP 4 Times Sq New York, NY 10036	UNLIQUIDATED		\$7,606,872.75	UNLIQUIDATED	Bally Total Fitness of Philadelphia, Inc.

## Exhibit 1 - Duplicate Claims List

Claimant Name	Claim No.	Date Filed	Disposition	Mailing Address	Admin Priority	Priority	Secured	General Unsecured	Debtor Name
Morgan Stanley Capital Services Inc	3316	7/13/09	EXPUNGED	Morgan Stanley Capital Services Inc J Gregory St Clair & Elise O Connell Skadden Arps Slate Meagher & Flom LLP 4 Times Sq New York, NY 10036	UNLIQUIDATED		\$7,606,872.75	UNLIQUIDATED	Bally Total Fitness of Colorado, Inc.
Morgan Stanley Capital Services Inc	3315	7/13/09	EXPUNGED	Morgan Stanley Capital Services Inc J Gregory St Clair & Elise O Connell Skadden Arps Slate Meagher & Flom LLP 4 Times Sq New York, NY 10036	UNLIQUIDATED		\$7,606,872.75	UNLIQUIDATED	Bally Total Fitness of the Midwest, Inc.
Morgan Stanley Capital Services Inc	3314	7/13/09	EXPUNGED	Morgan Stanley Capital Services Inc J Gregory St Clair & Elise O Connell Skadden Arps Slate Meagher & Flom LLP 4 Times Sq New York, NY 10036	UNLIQUIDATED		\$7,606,872.75	UNLIQUIDATED	Bally Total Fitness International, Inc.
Morgan Stanley Capital Services Inc	3313	7/13/09	EXPUNGED	Morgan Stanley Capital Services Inc J Gregory St Clair & Elise O Connell Skadden Arps Slate Meagher & Flom LLP 4 Times Sq New York, NY 10036	UNLIQUIDATED		\$7,606,872.75	UNLIQUIDATED	Bally REFS West Hartford LLC
Morgan Stanley Capital Services Inc	3312	7/13/09	EXPUNGED	Morgan Stanley Capital Services Inc J Gregory St Clair & Elise O Connell Skadden Arps Slate Meagher & Flom LLP 4 Times Sq New York, NY 10036	UNLIQUIDATED		\$7,606,872.75	UNLIQUIDATED	Bally Total Fitness of Greater New York, Inc.
Morgan Stanley Capital Services Inc	3311	7/13/09	EXPUNGED	Morgan Stanley Capital Services Inc J Gregory St Clair & Elise O Connell Skadden Arps Slate Meagher & Flom LLP 4 Times Sq New York, NY 10036	UNLIQUIDATED		\$7,606,872.75	UNLIQUIDATED	Bally Total Fitness of Connecticut Coast, Inc.
Morgan Stanley Capital Services Inc	3310	7/13/09	EXPUNGED	Morgan Stanley Capital Services Inc J Gregory St Clair & Elise O Connell Skadden Arps Slate Meagher & Flom LLP 4 Times Sq New York, NY 10036	UNLIQUIDATED		\$7,606,872.75	UNLIQUIDATED	Bally Sports Clubs, Inc.
Morgan Stanley Capital Services Inc	3308	7/13/09	EXPUNGED	Morgan Stanley Capital Services Inc J Gregory St Clair & Elise O Connell Skadden Arps Slate Meagher & Flom LLP 4 Times Sq New York, NY 10036	UNLIQUIDATED		\$7,606,872.75	UNLIQUIDATED	Holiday Health Clubs of the East Coast, Inc.
Morgan Stanley Capital Services Inc	3309	7/13/09	EXPUNGED	Morgan Stanley Capital Services Inc J Gregory St Clair & Elise O Connell Skadden Arps Slate Meagher & Flom LLP 4 Times Sq New York, NY 10036	UNLIQUIDATED		\$7,606,872.75	UNLIQUIDATED	Bally Total Fitness of Rhode Island, Inc.
Morgan Stanley Senior Funding Inc as Administrative Agent and Collateral Agent	2119	3/6/09	SURVIVING	Morgan Stanley Senior Funding Inc as Administrative Agent and Collateral Agent J Gregory St Clair & Elise OConnell Skadden Arps Slate Meagher & Flom LLP Four Times Sq New York, NY 10036			\$300,594,193.66	UNLIQUIDATED	Bally Total Fitness Corporation
Morgan Stanley Senior Funding Inc as Administrative Agent and Collateral Agent	2478	3/5/09	EXPUNGED	Morgan Stanley Senior Funding Inc as Administrative Agent and Collateral Agent J Gregory St Clair & Elise OConnell Skadden Arps Slate Meagher & Flom LLP Four Times Sq New York, NY 10036			\$300,594,193.66	UNLIQUIDATED	New Fitness Holding Co., Inc.
Morgan Stanley Senior Funding Inc as Administrative Agent and Collateral Agent	2477	3/5/09	EXPUNGED	Morgan Stanley Senior Funding Inc as Administrative Agent and Collateral Agent J Gregory St Clair & Elise OConnell Skadden Arps Slate Meagher & Flom LLP Four Times Sq New York, NY 10036			\$300,594,193.66	UNLIQUIDATED	Nycon Holding Co., Inc.

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Claimant Name	Claim No.	Date Filed	Disposition	Mailing Address	Admin Priority	Priority	Secured	General Unsecured	Debtor Name
Morgan Stanley Senior Funding Inc as Administrative Agent and Collateral Agent	2476	3/5/09	EXPUNGED	Morgan Stanley Senior Funding Inc as Administrative Agent and Collateral Agent J Gregory St Clair & Elise OConnell Skadden Arps Slate Meagher & Flom LLP Four Times Sq New York, NY 10036			\$300,594,193.66	UNLIQUIDATED	Bally Total Fitness of the Southeast, Inc.
Morgan Stanley Senior Funding Inc as Administrative Agent and Collateral Agent	2475	3/5/09	EXPUNGED	Morgan Stanley Senior Funding Inc as Administrative Agent and Collateral Agent J Gregory St Clair & Elise OConnell Skadden Arps Slate Meagher & Flom LLP Four Times Sq New York, NY 10036			\$300,594,193.66	UNLIQUIDATED	Bally Total Fitness Holding Corporation
Morgan Stanley Senior Funding Inc as Administrative Agent and Collateral Agent	2474	3/5/09	EXPUNGED	Morgan Stanley Senior Funding Inc as Administrative Agent and Collateral Agent J Gregory St Clair & Elise OConnell Skadden Arps Slate Meagher & Flom LLP Four Times Sq New York, NY 10036			\$300,594,193.66	UNLIQUIDATED	Bally Total Fitness of Connecticut Coast, Inc.
Morgan Stanley Senior Funding Inc as Administrative Agent and Collateral Agent	2473	3/5/09	EXPUNGED	Morgan Stanley Senior Funding Inc as Administrative Agent and Collateral Agent J Gregory St Clair & Elise OConnell Skadden Arps Slate Meagher & Flom LLP Four Times Sq New York, NY 10036			\$300,594,193.66	UNLIQUIDATED	Rhode Island Holding Company
Morgan Stanley Senior Funding Inc as Administrative Agent and Collateral Agent	2472	3/5/09	EXPUNGED	Morgan Stanley Senior Funding Inc as Administrative Agent and Collateral Agent J Gregory St Clair & Elise OConnell Skadden Arps Slate Meagher & Flom LLP Four Times Sq New York, NY 10036			\$300,594,193.66	UNLIQUIDATED	U.S. Health, Inc.
Morgan Stanley Senior Funding Inc as Administrative Agent and Collateral Agent	2471	3/5/09	EXPUNGED	Morgan Stanley Senior Funding Inc as Administrative Agent and Collateral Agent J Gregory St Clair & Elise OConnell Skadden Arps Slate Meagher & Flom LLP Four Times Sq New York, NY 10036			\$300,594,193.66	UNLIQUIDATED	Tidelands Holiday Health Clubs, Inc.
Morgan Stanley Senior Funding Inc as Administrative Agent and Collateral Agent	2470	3/5/09	EXPUNGED	Morgan Stanley Senior Funding Inc as Administrative Agent and Collateral Agent J Gregory St Clair & Elise OConnell Skadden Arps Slate Meagher & Flom LLP Four Times Sq New York, NY 10036			\$300,594,193.66	UNLIQUIDATED	Bally Total Fitness of Connecticut Valley, Inc.
Morgan Stanley Senior Funding Inc as Administrative Agent and Collateral Agent	2469	3/5/09	EXPUNGED	Morgan Stanley Senior Funding Inc as Administrative Agent and Collateral Agent J Gregory St Clair & Elise OConnell Skadden Arps Slate Meagher & Flom LLP Four Times Sq New York, NY 10036			\$300,594,193.66	UNLIQUIDATED	Bally Franchise RSC, Inc.
Morgan Stanley Senior Funding Inc as Administrative Agent and Collateral Agent	2468	3/5/09	EXPUNGED	Morgan Stanley Senior Funding Inc as Administrative Agent and Collateral Agent J Gregory St Clair & Elise OConnell Skadden Arps Slate Meagher & Flom LLP Four Times Sq New York, NY 10036			\$300,594,193.66	UNLIQUIDATED	Bally Fitness Franchising, Inc.
Morgan Stanley Senior Funding Inc as Administrative Agent and Collateral Agent	2145	3/5/09	EXPUNGED	Morgan Stanley Senior Funding Inc as Administrative Agent and Collateral Agent J Gregory St Clair & Elise OConnell Skadden Arps Slate Meagher & Flom LLP Four Times Sq New York, NY 10036			\$300,594,193.66	UNLIQUIDATED	Bally Franchising Holdings, Inc.
Morgan Stanley Senior Funding Inc as Administrative Agent and Collateral Agent	2139	3/5/09	EXPUNGED	Morgan Stanley Senior Funding Inc as Administrative Agent and Collateral Agent J Gregory St Clair & Elise OConnell Skadden Arps Slate Meagher & Flom LLP Four Times Sq New York, NY 10036			\$300,594,193.66	UNLIQUIDATED	Bally Sports Clubs, Inc.

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Claimant Name	Claim No.	Date Filed	Disposition	Mailing Address	Admin Priority	Priority	Secured	General Unsecured	Debtor Name
Morgan Stanley Senior Funding Inc as Administrative Agent and Collateral Agent	2137	3/5/09	EXPUNGED	Morgan Stanley Senior Funding Inc as Administrative Agent and Collateral Agent J Gregory St Clair & Elise OConnell Skadden Arps Slate Meagher & Flom LLP Four Times Sq New York, NY 10036			\$300,594,193.66	UNLIQUIDATED	Bally REFS West Hartford LLC
Morgan Stanley Senior Funding Inc as Administrative Agent and Collateral Agent	2135	3/5/09	EXPUNGED	Morgan Stanley Senior Funding Inc as Administrative Agent and Collateral Agent J Gregory St Clair & Elise OConnell Skadden Arps Slate Meagher & Flom LLP Four Times Sq New York, NY 10036			\$300,594,193.66	UNLIQUIDATED	Bally Total Fitness Franchising, Inc.
Morgan Stanley Senior Funding Inc as Administrative Agent and Collateral Agent	2133	3/5/09	EXPUNGED	Morgan Stanley Senior Funding Inc as Administrative Agent and Collateral Agent J Gregory St Clair & Elise OConnell Skadden Arps Slate Meagher & Flom LLP Four Times Sq New York, NY 10036			\$300,594,193.66	UNLIQUIDATED	Bally Total Fitness International, Inc.
Morgan Stanley Senior Funding Inc as Administrative Agent and Collateral Agent	2128	3/5/09	EXPUNGED	Morgan Stanley Senior Funding Inc as Administrative Agent and Collateral Agent J Gregory St Clair & Elise OConnell Skadden Arps Slate Meagher & Flom LLP Four Times Sq New York, NY 10036			\$300,594,193.66	UNLIQUIDATED	Bally Total Fitness of California, Inc.
Morgan Stanley Senior Funding Inc as Administrative Agent and Collateral Agent	2126	3/5/09	EXPUNGED	Morgan Stanley Senior Funding Inc as Administrative Agent and Collateral Agent J Gregory St Clair & Elise OConnell Skadden Arps Slate Meagher & Flom LLP Four Times Sq New York, NY 10036			\$300,594,193.66	UNLIQUIDATED	Bally Total Fitness of the Mid-Atlantic, Inc.
Morgan Stanley Senior Funding Inc as Administrative Agent and Collateral Agent	2124	3/5/09	EXPUNGED	Morgan Stanley Senior Funding Inc as Administrative Agent and Collateral Agent J Gregory St Clair & Elise OConnell Skadden Arps Slate Meagher & Flom LLP Four Times Sq New York, NY 10036			\$300,594,193.66	UNLIQUIDATED	Bally Total Fitness of the Midwest, Inc.
Morgan Stanley Senior Funding Inc as Administrative Agent and Collateral Agent	2123	3/5/09	EXPUNGED	Morgan Stanley Senior Funding Inc as Administrative Agent and Collateral Agent J Gregory St Clair & Elise OConnell Skadden Arps Slate Meagher & Flom LLP Four Times Sq New York, NY 10036			\$300,594,193.66	UNLIQUIDATED	Bally Total Fitness of Toledo, Inc.
Morgan Stanley Senior Funding Inc as Administrative Agent and Collateral Agent	2121	3/5/09	EXPUNGED	Morgan Stanley Senior Funding Inc as Administrative Agent and Collateral Agent J Gregory St Clair & Elise OConnell Skadden Arps Slate Meagher & Flom LLP Four Times Sq New York, NY 10036			\$300,594,193.66	UNLIQUIDATED	Bally Total Fitness of Upstate New York, Inc.
Morgan Stanley Senior Funding Inc as Administrative Agent and Collateral Agent	2120	3/5/09	EXPUNGED	Morgan Stanley Senior Funding Inc as Administrative Agent and Collateral Agent J Gregory St Clair & Elise OConnell Skadden Arps Slate Meagher & Flom LLP Four Times Sq New York, NY 10036			\$300,594,193.66	UNLIQUIDATED	Greater Philly No. 2 Holding Company
Morgan Stanley Senior Funding Inc as Administrative Agent and Collateral Agent	2117	3/5/09	EXPUNGED	Morgan Stanley Senior Funding Inc as Administrative Agent and Collateral Agent J Gregory St Clair & Elise OConnell Skadden Arps Slate Meagher & Flom LLP Four Times Sq New York, NY 10036			\$300,594,193.66	UNLIQUIDATED	Jack LaLanne Holding Corp.
Morgan Stanley Senior Funding Inc as Administrative Agent and Collateral Agent	2116	3/5/09	EXPUNGED	Morgan Stanley Senior Funding Inc as Administrative Agent and Collateral Agent J Gregory St Clair & Elise OConnell Skadden Arps Slate Meagher & Flom LLP Four Times Sq New York, NY 10036			\$300,594,193.66	UNLIQUIDATED	Holiday/Southeast Holding Corporation

## Exhibit 1 - Duplicate Claims List

Claimant Name	Claim No.	Date Filed	Disposition	Mailing Address	Admin Priority	Priority	Secured	General Unsecured	Debtor Name
Morgan Stanley Senior Funding Inc as Administrative Agent and Collateral Agent	2115	3/5/09	EXPUNGED	Morgan Stanley Senior Funding Inc as Administrative Agent and Collateral Agent J Gregory St Clair & Elise OConnell Skadden Arps Slate Meagher & Flom LLP Four Times Sq New York, NY 10036			\$300,594,193.66	UNLIQUIDATED	Holiday Health Clubs of the East Coast, Inc.
Morgan Stanley Senior Funding Inc as Administrative Agent and Collateral Agent	2114	3/5/09	EXPUNGED	Morgan Stanley Senior Funding Inc as Administrative Agent and Collateral Agent J Gregory St Clair & Elise OConnell Skadden Arps Slate Meagher & Flom LLP Four Times Sq New York, NY 10036			\$300,594,193.66	UNLIQUIDATED	Health & Tennis Corporation of New York
Morgan Stanley Senior Funding Inc as Administrative Agent and Collateral Agent	2112	3/5/09	EXPUNGED	Morgan Stanley Senior Funding Inc as Administrative Agent and Collateral Agent J Gregory St Clair & Elise OConnell Skadden Arps Slate Meagher & Flom LLP Four Times Sq New York, NY 10036			\$300,594,193.66	UNLIQUIDATED	Bally Total Fitness of Philadelphia, Inc.
Morgan Stanley Senior Funding Inc as Administrative Agent and Collateral Agent	2111	3/5/09	EXPUNGED	Morgan Stanley Senior Funding Inc as Administrative Agent and Collateral Agent J Gregory St Clair & Elise OConnell Skadden Arps Slate Meagher & Flom LLP Four Times Sq New York, NY 10036			\$300,594,193.66	UNLIQUIDATED	Bally Total Fitness of Rhode Island, Inc.
Morgan Stanley Senior Funding Inc as Administrative Agent and Collateral Agent	2110	3/5/09	EXPUNGED	Morgan Stanley Senior Funding Inc as Administrative Agent and Collateral Agent J Gregory St Clair & Elise OConnell Skadden Arps Slate Meagher & Flom LLP Four Times Sq New York, NY 10036			\$300,594,193.66	UNLIQUIDATED	Bally Total Fitness of Missouri, Inc.
Morgan Stanley Senior Funding Inc as Administrative Agent and Collateral Agent	2109	3/5/09	EXPUNGED	Morgan Stanley Senior Funding Inc as Administrative Agent and Collateral Agent J Gregory St Clair & Elise OConnell Skadden Arps Slate Meagher & Flom LLP Four Times Sq New York, NY 10036			\$300,594,193.66	UNLIQUIDATED	Bally Total Fitness of Colorado, Inc.
Morgan Stanley Senior Funding Inc as Administrative Agent and Collateral Agent	2106	3/5/09	EXPUNGED	Morgan Stanley Senior Funding Inc as Administrative Agent and Collateral Agent J Gregory St Clair & Elise OConnell Skadden Arps Slate Meagher & Flom LLP Four Times Sq New York, NY 10036			\$300,594,193.66	UNLIQUIDATED	Bally Total Fitness of Minnesota, Inc.
Morgan Stanley Senior Funding Inc as Administrative Agent and Collateral Agent	2105	3/5/09	EXPUNGED	Morgan Stanley Senior Funding Inc as Administrative Agent and Collateral Agent J Gregory St Clair & Elise OConnell Skadden Arps Slate Meagher & Flom LLP Four Times Sq New York, NY 10036			\$300,594,193.66	UNLIQUIDATED	Bally Total Fitness of Greater New York, Inc.
Morgan Stanley Senior Funding Inc as Administrative Agent and Collateral Agent	2118	3/6/09	EXPUNGED	Morgan Stanley Senior Funding Inc as Administrative Agent and Collateral Agent J Gregory St Clair & Elise OConnell Skadden Arps Slate Meagher & Flom LLP Four Times Sq New York, NY 10036			\$300,594,193.66	UNLIQUIDATED	BTF/CFI, Inc.
Morgan Stanley Senior Funding Inc as Administrative Agent and Collateral Agent	2113	3/6/09	EXPUNGED	Morgan Stanley Senior Funding Inc as Administrative Agent and Collateral Agent J Gregory St Clair & Elise OConnell Skadden Arps Slate Meagher & Flom LLP Four Times Sq New York, NY 10036			\$300,594,193.66	UNLIQUIDATED	Greater Philly No. 1 Holding Company
TAX COLLECTOR EIGHTH	2885	3/17/09	SURVIVING	TAX COLLECTOR EIGHTH UTILITIES DISTRICT 18 MAIN ST MANCHESTER, CT 06040			\$142.57		Bally Total Fitness Corporation
TAX COLLECTOR EIGHTH	2734	3/16/09	EXPUNGED	TAX COLLECTOR EIGHTH UTILITIES DISTRICT 18 MAIN ST MANCHESTER, CT 06040			\$142.57		Bally Total Fitness Corporation

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Claimant Name	Claim No.	Date Filed	Disposition	Mailing Address	Admin Priority	Priority	Secured	General Unsecured	Debtor Name
TEAM SOLUTIONS GROUP	722	2/11/09	SURVIVING	TEAM SOLUTIONS GROUP 4622 VAN NUYS BLVD STE A SHERMAN OAKS, CA 91403				\$7,209.56	Bally Total Fitness Corporation
Team Solutions Group Inc	381	1/20/09	EXPUNGED	Team Solutions Group Inc Team Solutions Group 4622 Van Nuys Blvd Ste A Sherman Oaks, CA 91403				\$7,207.56	Bally Total Fitness of Greater New York, Inc.
THALIA WAYSIDE INVESTMENT PROPERTIES LTD LLP	2668	3/5/09	SURVIVING	THALIA WAYSIDE INVESTMENT PROPERTIES LTD LLP C/O ESG COMPANIES 3333 VIRGINIA BEACH BLVD STE 24 VIRGINIA BEACH, VA 23452				\$33,666.66	Bally Total Fitness Corporation
THALIA WAYSIDE INVESTMENT PROPERTIES LTD LLP	1208	3/4/09	EXPUNGED	THALIA WAYSIDE INVESTMENT PROPERTIES LTD LLP C/O ESG COMPANIES 3333 VIRGINIA BEACH BLVD STE 24 VIRGINIA BEACH, VA 23452				\$33,666.66	Tidelands Holiday Health Clubs, Inc.
The Morris Rochlin Trust dated March 3 1994	2048	3/9/09	SURVIVING	The Morris Rochlin Trust dated March 3 1994 Adam K Keith Honigman Miller Schwartz and Cohn LLP 2290 First National Bldg Detroit, MI 48226		\$13,322.58		\$18,677.42	Bally Total Fitness Corporation
The Morris Rochlin Trust dated March 3 1994	2037	3/9/09	EXPUNGED	The Morris Rochlin Trust dated March 3 1994 Adam K Keith Honigram Miller Schwartz and Cohn LLP 2290 First National Bldg Detroit, MI 48226		\$13,322.58		\$18,677.42	Bally Total Fitness International, Inc.
THERMOSEAL COMPANY INC	941	2/16/09	SURVIVING	THERMOSEAL COMPANY INC PO BOX 2493 EVANSVILLE, IN 47728-0493				\$26,778.00	Bally Total Fitness of Missouri, Inc.
THERMOSEAL COMPANY INC	134	12/16/08	EXPUNGED	THERMOSEAL COMPANY INC PO BOX 2493 EVANSVILLE, IN 47728-0493				\$26,778.00	Bally Total Fitness of Greater New York, Inc.
Total Tec Systems Inc	2272	3/9/09	SURVIVING	Total Tec Systems Inc Law Offices of William C Lewis 510 Waverley St Palo Alto, CA 94301				\$465,122.45	Bally Total Fitness Corporation
Total Tec Systems Inc	2274	3/9/09	EXPUNGED	Total Tec Systems Inc Law Offices of William C Lewis 510 Waverley St Palo Alto, CA 94301				\$465,122.45	Bally Total Fitness of Greater New York, Inc.
Towson Circle LLC	1842	3/9/09	SURVIVING	Towson Circle LLC c o Bert Bittourna Esq Inland US Management LLC Inland Real Estate Group 2901 Butterfield Rd Oak Brook , IL 60523				UNLIQUIDATED	Bally Total Fitness Holding Corporation
Towson Circle LLC	1853	3/9/09	EXPUNGED	Towson Circle LLC c o Bert Bittourns Esq Inland US Management LLC Inland Real Estate Group 2901 Butterfield Rd Oak Brook , IL 60523				UNLIQUIDATED	Bally Total Fitness of the Mid-Atlantic, Inc.
Trindade Helio	66	1/8/09	SURVIVING	Trindade Helio c o Carrano & Carrano LLC 270 Quinnipiac Ave North Haven, CT 06473				\$52,131.00	Bally Total Fitness of the Mid-Atlantic, Inc.
Trindade Helio	67	1/8/09	EXPUNGED	Trindade Helio c o Carrano & Carrano LLC 270 Quinnipiac Ave North Haven, CT 06473				\$52,131.00	Bally Total Fitness of Connecticut Coast, Inc.

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Claimant Name	Claim No.	Date Filed	Disposition	Mailing Address	Admin Priority	Priority	Secured	General Unsecured	Debtor Name
Trindade Helio	64	1/8/09	EXPUNGED	Trindade Helio c o Carrano & Carrano LLC 270 Quinnpic Ave North Haven, CT 06473				\$52,131.00	Bally REFS West Hartford LLC
Trindade Helio	63	1/8/09	EXPUNGED	Trindade Helio c o Carrano & Carrano LLC 270 Quinnpic Ave North Haven, CT 06473				\$52,131.00	Bally Total Fitness of Connecticut Valley, Inc.
Trinity Denton II Ltd	3365	7/27/09	SURVIVING	Trinity Denton II Ltd Beall Carrothers CCIM 2M Companies Inc 3401 Armstrong Ave Dallas, TX 75205				\$1,718,505.65	Bally Total Fitness of Greater New York, Inc.
Trinity Denton II Ltd	3400	7/24/09	EXPUNGED	Trinity Denton II Ltd Beall Carrothers CCIM 2M Companies Inc 3401 Armstrong Ave Dallas, TX 75205				\$1,718,505.65	Bally Total Fitness Corporation
<b>TOTAL:</b>					<b>\$0.00</b>	<b>\$13,322.58</b>	<b>\$10,478,836,400.51</b>	<b>\$2,426,350.74</b>	